

OCWEN FINANCIAL CORP

Form 4

March 13, 2003

|                                                                                                                                                                                                                                                                                                                                      |         |          |                                                  |                                              |  |                                                                         |                                                |           |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----------|--------------------------------------------------|----------------------------------------------|--|-------------------------------------------------------------------------|------------------------------------------------|-----------|--|
|                                                                                                                                                                                                                                                                                                                                      |         |          | UNITED STATES SECURITIES AND EXCHANGE COMMISSION |                                              |  | OMB APPROVAL                                                            |                                                |           |  |
| FORM 4                                                                                                                                                                                                                                                                                                                               |         |          |                                                  | Washington, D.C. 20549                       |  |                                                                         | OMB Number:K235-0287                           |           |  |
|                                                                                                                                                                                                                                                                                                                                      |         |          |                                                  | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |  |                                                                         | Expires:                                       |           |  |
|                                                                                                                                                                                                                                                                                                                                      |         |          |                                                  |                                              |  |                                                                         | January 31, 2005                               |           |  |
| Check this box if no longer                                                                                                                                                                                                                                                                                                          |         |          |                                                  |                                              |  |                                                                         | Estimated average burden hours per responseH.5 |           |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940<br><br>subject to Section 16.<br>Form 4 or Form 5 obligations may continue.<br>See Instruction 1(b).<br><br>(Print or Type Responses) |         |          |                                                  |                                              |  |                                                                         |                                                |           |  |
| 1. Name and Address of Reporting Person*                                                                                                                                                                                                                                                                                             |         |          | 2. Issuer Name and Ticker or Trading Symbol      |                                              |  | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                                |           |  |
| Wish, Barry Neal                                                                                                                                                                                                                                                                                                                     |         |          | Ocwen Financial Corporation (NYSE:OCN)           |                                              |  | Director<br>X                                                           |                                                |           |  |
| (Last)                                                                                                                                                                                                                                                                                                                               | (First) | (Middle) |                                                  |                                              |  |                                                                         |                                                | 10% Owner |  |

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|                                 |         |       |                                                                               |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
|---------------------------------|---------|-------|-------------------------------------------------------------------------------|---|-------------------------------------------------------------------|------------------|---------------|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------------------------------------------------------|--|
|                                 |         |       | 3. IRS or Social Security                                                     |   | 4. Statement for                                                  |                  | Officer (give |                                                                                                                                                 | Other (specify) |                                                          |  |
|                                 |         |       | Number of Reporting                                                           |   | Month/Year                                                        |                  |               |                                                                                                                                                 | title below)    |                                                          |  |
|                                 |         |       | Person (Voluntary)                                                            |   | March/2003                                                        |                  |               |                                                                                                                                                 |                 |                                                          |  |
| 1675 Palm Beach Lakes Blvd      |         |       |                                                                               |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
| (Street)                        |         |       | --- --- ---                                                                   |   |                                                                   | 5. If Amendment, |               | 7. Individual or Joint/Group Filing                                                                                                             |                 |                                                          |  |
| West Palm Beach Florida K3401   |         |       |                                                                               |   |                                                                   | Date of Original |               | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |                 |                                                          |  |
|                                 |         |       |                                                                               |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
| (City)                          | (State) | (Zip) |                                                                               |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
|                                 |         |       | Table I                                                                       |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
|                                 |         |       | <b>Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |                                                                   |                  |               |                                                                                                                                                 |                 |                                                          |  |
| 1. Title of Security (Instr. 3) |         |       | 2. Transaction Date Code (Instr. 8)                                           |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |               | 5. Amount of Securities Beneficially Owned at                                                                                                   |                 | 6. Owner Form: Direct Indirect Beneficial-Ownership ship |  |
|                                 |         |       | (Month/Day/                                                                   |   |                                                                   |                  |               | End of Month                                                                                                                                    |                 | D) or Indirect                                           |  |
|                                 |         |       | Code                                                                          | V | Amount                                                            | (A) or (D)       | Price         | (Instr. 3 and                                                                                                                                   |                 | (Instr. 4) (I)                                           |  |

|                                    |          |   |  |       |   |         |           |    |            |
|------------------------------------|----------|---|--|-------|---|---------|-----------|----|------------|
|                                    |          |   |  |       |   |         |           | 4) | (Instr. 4) |
| Common Stock *                     | 03/11/03 | S |  | 1,000 | D | \$2.76  |           | I  | By Wishco  |
| Common Stock *                     | 03/12/03 | S |  | 1,000 | D | \$2.732 |           | I  | By Wishco  |
|                                    |          |   |  |       |   |         | 8,474,305 |    |            |
|                                    |          |   |  |       |   |         |           |    |            |
|                                    |          |   |  |       |   |         |           |    |            |
|                                    |          |   |  |       |   |         |           |    |            |
| *Sale in accordance with the Plan. |          |   |  |       |   |         |           |    |            |
|                                    |          |   |  |       |   |         |           |    |            |

| FORM 4<br>(continued)                                   |                                                                               | Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned<br><br>(e.g., puts, calls, warrants, options, convertible securities) |                                                  |   |                                                                                                                                        |     |                                                                                     |              |                                                                                    |  |                                                                         |                                           |                                                               |
|---------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------------------------------|--------------|------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br><br>(Instr. 3) | 2. Conversion<br>or<br>Exercise<br>Price<br>of<br>Deriv-<br>ative<br>Security | 3. Trans-<br>action<br>Date<br><br>(Month/<br>Day/<br>Year)                                                                                       | 4. Transac-<br>tion<br>Code<br><br>(Instr.<br>8) |   | 5. Number<br>of<br>Deriv-<br>ative<br>Securities<br>Acquired<br>(A)<br>or<br>Disposed<br>of<br>(D)<br>(Instr.<br>3,<br>4,<br>and<br>5) |     | 6. Date<br>Exer-<br>cisable<br>and<br>Expiration<br>Date<br><br>Month/Day/<br>Year) |              | 7. Title<br>and<br>Amount<br>of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4) |  | 8. Prior<br>of<br>Deriv-<br>ative<br>Secur-<br>ity<br><br>(Instr.<br>5) | 9. Beneficial<br>Owner<br>at<br>End<br>of | 10. C<br>For<br>Deri<br>Secu<br>ities<br>Ben<br>(Instr.<br>5) |
|                                                         |                                                                               |                                                                                                                                                   |                                                  |   |                                                                                                                                        |     | Date                                                                                | Expira-      | Amount<br>or<br><br>Number<br>of                                                   |  |                                                                         |                                           | M<br>(Ins<br>4)                                               |
|                                                         |                                                                               |                                                                                                                                                   | Code                                             | V |                                                                                                                                        | (A) | Exer-<br>(D)<br>cisable                                                             | tion<br>Date | Title<br><br>Shares                                                                |  |                                                                         |                                           |                                                               |
|                                                         |                                                                               |                                                                                                                                                   |                                                  |   |                                                                                                                                        |     |                                                                                     |              |                                                                                    |  |                                                                         |                                           |                                                               |

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|--|-----------------------------------------|--|--|
|  | /s/ E. Paul Rubino,<br>Attorney-in-Fact |  |  |
|  | **Signature of<br>Reporting Person      |  |  |

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.